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RECORDATION NO. 16834-I FILED

JAN 31 '06

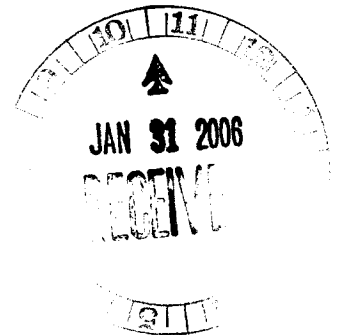
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SURFACE TRANSPORTATION BOARD

DAVID E. SINGER  
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January 30, 2006

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease, dated as of January 30, 2006 (the "Memorandum") between Citicorp Railmark, Inc., as Transferor, and Consolidated Grain and Barge Co., as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to that certain Railcar Net Leasing Agreement, dated April 10, 1990, and Rider 2 thereto dated October 15, 1993, between Citicorp Railmark, Inc., as lessor, and Louis Dreyfus Corporation, as lessee. A Memorandum of Lease Agreement with respect to the Railcar Net Leasing Agreement and Rider 2 thereto was previously filed with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on January 19, 1995 and assigned recordation number 16834-F.

The names and address of the parties to the enclosed Memorandum are:

Transferor:	Citicorp Railmark, Inc. 388 Greenwich Street, 20 <sup>th</sup> Floor New York, NY 10013
Transferee:	Consolidated Grain and Barge Co. 2801 Bluff Road Southwind Maritime Centre Mt. Vernon, IN 47620-0547



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A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to David Singer at DLA Piper Rudnick Gray Cary US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of January 30, 2006, between Citicorp Railmark, Inc., as Transferor, and Consolidated Grain and Barge Co., as Transferee.

Document to Which the Secondary Document Relates

Memorandum of Lease Agreement, dated November 15, 1994, between Citicorp Railmark, Inc., as lessor, and Louis Dreyfus Corporation, as lessee, which was previously filed with the Interstate Commerce Commission on January 15, 1995 and assigned recordation number 16834-F.

Sincerely,

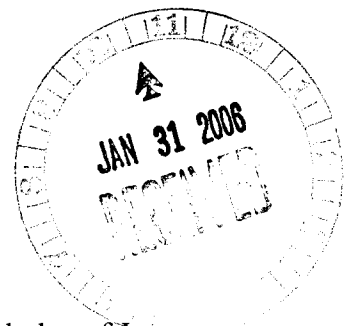
**DLA PIPER RUDNICK GRAY CARY US LLP**

David E. Singer

Enclosures

JAN 31 '06

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SURFACE TRANSPORTATION BOARD  
MEMORANDUM OF ASSIGNMENT OF LEASE

**THIS MEMORANDUM OF ASSIGNMENT OF LEASE** dated as of this 30th day of January, 2006, is made by Citicorp Railmark, Inc., a Delaware corporation, with an address at 388 Greenwich Street, 20<sup>th</sup> Floor, New York, New York 10013 (the "Transferor"), and Consolidated Grain and Barge Co., a Missouri corporation, with an address at 2801 Bluff Road, Southwind Maritime Centre, Mt. Vernon, Indiana 47620-0547 (the "Transferee" and, together with the Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

**WHEREAS**, the Transferor, as lessor, and Louis Dreyfus Corporation (the "Lessee"), as lessee, previously entered into the following documents, pursuant to which Transferor leased to Lessee thirty-five (35) railcars identified on Schedule 1 attached hereto (the "Equipment"): (i) Railcar Net Leasing Agreement, dated April 10, 1990 (the "Lease Agreement") and (ii) Rider 2 to Railcar Net Leasing Agreement, dated October 15, 1993 ("Rider 2"). The Lease Agreement and Rider 2 are collectively referred to herein as the "Lease".

**WHEREAS**, Transferor and Lessee entered into a Memorandum of Lease Agreement dated as of November 15, 1994, relating to the Lease, which was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on January 19, 1995 and assigned recordation number 16834-F.

**WHEREAS**, pursuant to a Purchase Agreement dated as of January 18, 2006 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights and obligations of Transferor in, to and under the Lease arising after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

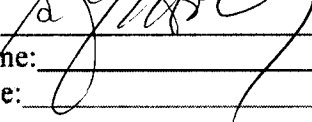
**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

*[signature page to follow]*

**IN WITNESS WHEREOF**, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By:  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

**CONSOLIDATED GRAIN AND BARGE CO.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.


I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

**CONSOLIDATED GRAIN AND BARGE CO.**

By:   
Name: Rick Pemberton  
Title: Director

**SCHEDULE 1**  
**TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**  
**EQUIPMENT**

Thirty-five (35) covered hopper cars bearing the following road marks and numbers (all inclusive):

<b><u>Old Car Mark/ Number</u></b>	<b><u>New Car Mark/ Number</u></b>
ZIPX 4750	LDCX 21400
ZIPX 4752	LDCX 21402
ZIPX 4753	LDCX 21403
ZIPX 4754	LDCX 21404
ZIPX 4755	LDCX 21405
ZIPX 4756	LDCX 21406
ZIPX 4757	LDCX 21407
ZIPX 4758	LDCX 21408
ZIPX 4759	LDCX 21409
ZIPX 48000	LDCX 21410
ZIPX 48001	LDCX 21411
ZIPX 48002	LDCX 21412
ZIPX 48003	LDCX 21413
ZIPX 48004	LDCX 21414
ZIPX 48005	LDCX 21415
ZIPX 48006	LDCX 21416
ZIPX 48007	LDCX 21417
ZIPX 48008	LDCX 21418
ZIPX 48009	LDCX 21419
ZIPX 48010	LDCX 21420
ZIPX 48012	LDCX 21421
ZIPX 48014	LDCX 21423
ZIPX 48015	LDCX 21424
ZIPX 48018	LDCX 21426
ZIPX 48019	LDCX 21427
ZIPX 48021	LDCX 21429
ZIPX 48022	LDCX 21430
ZIPX 48023	LDCX 21431
ZIPX 48024	LDCX 21432
ZIPX 48025	LDCX 21433
ZIPX 48026	LDCX 21434
ZIPX 48028	LDCX 21435
ZIPX 48029	LDCX 21436
ZIPX 48030	LDCX 21437
ZIPX 48031	LDCX 21438